

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

SQUAW BUTTE JUDO CLUB, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

SQUAW BUTTE JUDO CLUB, INC.

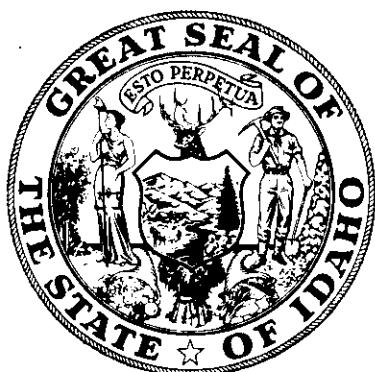
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received  
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated February 1st, 19 80.

*Pete T. Cenarrusa*  
SECRETARY OF STATE

Corporation Clerk



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ARTICLES OF INCORPORATION

SECRETARY OF STATE

SQUAW BUTTE JUDO CLUB, INC.

(Non-profit Corporation)

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned persons, all of whom are citizens of the United States of America, having attained the age of majority, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation without capital stock, under and pursuant to the Idaho Nonprofit Corporation Act, and that we do hereby make, acknowledge and declare the following to be our Articles of Incorporation.

ARTICLE I

The name of this corporation shall be SQUAW BUTTE JUDO CLUB, INC.

ARTICLE II

This is a non-profit corporation and none of its income or assets shall accrue to the benefit of any of its members, except as regular salaries. Upon the dissolution of this corporation for any cause, all the property, both real and personal, then owned or controlled by this corporation shall become the absolute property of a non-profit association, government agency, or foundation, chosen by a majority of the Board of Directors, that is engaged in charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code. If the organization is a private organization, it must qualify for an exemption from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code. There shall be no distribution to any member of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be

carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### ARTICLE III

The objects and purposes for which this corporation is formed are as follows:

(A) To promote the sport of judo through public training, education and participation in athletic events.

(B) To purchase, own, lease, hold, improve, sell and convey such real property and to construct, lease, and maintain thereon such buildings or other improvements as shall be necessary or proper for conducting the business of this corporation, either within or without the State of Idaho; and to buy, own, lease, improve, sell or convey such other real estate as shall be acquired by this corporation in the conduct of its business and purposes.

(C) To purchase, own, hold, vote, sell or hypothecate the stocks and bonds of other corporations and to take in the name of this corporation such stocks, bonds, mortgages, notes, deeds, conveyances or other evidence of indebtedness, ownership, title, or security as may be required by this corporation in the usual and ordinary transaction of its business and purposes.

(D) To borrow money in the name of this corporation in such amounts as the Board of Directors or Trustees may determine and issue as evidence thereof notes, bonds, or other evidence of indebtedness of this corporation, and to secure the payment of the same, when required, by mortgages, trust deeds, pledges, and other conveyances of all or any portion of its property, real or personal.

(E) To enter into any and all contracts and obligations of any type or kind essential, necessary, or proper to the transaction of its ordinary affairs and for the purposes of the corporation.

(F) To carry out the objects and purposes for which this corporation is formed, as principal, agents or otherwise, to the extent as natural persons might do.

(G) To conduct the business of this corporation as herein set out at any place or places within the State of Idaho or in any other state or territory of the United States as the Board of Directors or Trustees may from time to time determine.

(H) It is the intention of the incorporators of this organization that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific powers shall not be construed to limit or restrict in any manner the powers of the corporation, except as those powers are limited and restricted by Idaho law; but that said corporation shall have the power to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of its purposes or the attainment of any one or more of the objects herein enumerated or incidental to the powers herein named or which shall, at any time, appear conducive or expedient for the protection or benefit of the corporation and this to the same extent and as fully as natural persons might or could do.

(I) This corporation is not formed for profit, but, rather, is formed exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

#### ARTICLE IV

The location and post office address of the registered office and principal place of business of said corporation shall be 3236 Wilson Lane, Emmett, Idaho, 83617. *The registered agent of this corporation shall be William D. Allen, residing at 3236 Wilson Lane, Emmett, Idaho.* ARTICLE V

The duration of this corporation shall be perpetual.

#### ARTICLE VI

By-Laws not inconsistent with the Articles of Incorporation may be adopted, altered, amended or repealed at any regular meeting of the members, or at any special meeting of the members of the corporation called for that purpose, by the affirmative

vote of two-thirds (2/3) of the members present at such meeting; provided, however, a quorum, which shall be a majority of the eligible votes, shall be present through members and proxy.

#### ARTICLE VII

The business of this Association shall be managed by a Board of Directors of not less than three nor more than nine directors, the number, qualification, terms of office, manner of election, powers and duties of such directors shall be such as may be prescribed by these Articles and such By-Laws as may from time to time be in force.

#### ARTICLE VIII

The following named persons shall serve as a Board of Directors until their successors are duly elected and qualified:

William D. Allen	3236 Wilson Lane, Emmett, ID, 83617
Debora J. Allen	3236 Wilson Lane, Emmett, ID, 83617
Edwin J. Helmon	Jackson Avenue, Emmett, ID, 83617

#### ARTICLE IX

This corporation is authorized to issue certificates of membership to all persons who are interested in the objects and purposes of this corporation. The Board of Directors are authorized, as directed by the By-Laws, to require consideration, if any, for the issuance of said certificates of membership, which consideration, if any, shall be used for the purpose of carrying out the objects and purposes of this corporation as set forth herein and governed by the By-Laws.

The rights and interest of all members shall be equal and each member shall be entitled to only one certificate of membership.

IN WITNESS WHEREOF, We the undersigned, for the purposes of forming this corporation under the statutes of the State of Idaho, have executed these Articles of Incorporation on this 1st day of January, 1980.

William D. Allen  
William D. Allen  
Debora J. Allen  
Debora J. Allen  
Edwin J. Helmon  
Edwin J. Helmon

STATE OF IDAHO )  
                  ) ss  
County of Gem  )

On this 31st day of January, 1980, before me,  
the undersigned, a Notary Public in and for said State, personally  
appeared WILLIAM D. ALLEN and DEBORA J. ALLEN, known to me to be  
the persons whose names are subscribed to the within instrument,  
and acknowledged to me that they executed the same, and I further  
certify that said persons acknowledged to me that they are over  
the age of twenty-one years and are citizens of the United States  
of America.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, the day and year in this certificate  
first above written.

Bernice M. Eldridge  
Notary Public for Idaho  
Residing at Emmett, Idaho

STATE OF IDAHO )  
                  ) ss  
County of Gem  )

On this 31st day of January, 1980, before me,  
the undersigned, a Notary Public in and for said State, personally  
appeared EDWIN J. HELMON, known to me to be the person whose name  
is subscribed to the within instrument, and acknowledged to me  
that he executed the same, and I further certify that said person  
acknowledged to me that he is over the age of twenty-one years and  
is a citizen of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, the day and year in this certificate  
first above written.

Bernice M. Eldridge  
Notary Public for Idaho  
Residing at Emmett, Idaho